

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

January 5, 1998

RECORDATION NO. 21164 FILED

JAN 16 '98

9-01 AM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of the Full Maintenance Lease Agreement made as of November 18, 1997 ("**Memorandum**") between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

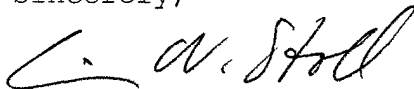
Lessee: Omaha Public Power District
444 South 16th Street Mall
Omaha, NE 68102-2247

The equipment involved in this transaction is as follows:

Equipment: One-hundred and twenty (120) railcars as more fully described in Schedule A to the Memorandum.

Please file this agreement as a primary document. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,



Eric W. Stoll
Document Administrator

/es
Enclosures (2)

JAN 16 '98

9-01 AM

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT ("Memorandum") is made as of November 18, 1997 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of November 18, 1997 ("Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and OMAHA PUBLIC POWER DISTRICT, a political subdivision of the State of Nebraska and a public corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor (and such consent shall not be unreasonably withheld). Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR

LESSEE

HELM FINANCIAL CORPORATION

OMAHA PUBLIC POWER DISTRICT

By: By: 

Print Name: Richard C. Kirchner

Print Name: DAN D. KLOOCK

Its: President

Its: Division Mgr - Fuels

CM

SCHEDULE A
TO THE MEMORANDUM OF LEASE

THE UNITS

1. 4000 c.f.c. Units

Equipment Description: One hundred (100), 4000 c.f.c. (4400 with 10" heap), all-steel, 263,000 lb. gross weight on rail capacity rapid discharge open top hopper railcars built by Ortner (eighty (80) Units built in 1971, and twenty (20) Units built in 1977). 5-pocket, 57'-8" extreme length (over couplers), 10'-7" extreme width, 12'-7" extreme height; tare weight 65000 lbs.

Unit Numbers:

HLMX 601-603, 605-616, 618-627, 629-662, 664-686, 688-691, 696-699, 704-705, 708, 712, 714-716, 718-719, 721, 723.

2. 3800 c.f.c. Units

Equipment Description: Twenty (20), 3800 c.f.c. (4200 with 10" heap), all-steel, 263,000 lb. gross weight on rail capacity rapid discharge open top hopper railcars built by Ortner between 1978-1984. 5-pocket, 57'-8" extreme length (over couplers), 10'-8" extreme width, 12'-7" extreme height; tare weight 66300 lbs.

Unit Numbers:

HLMX 78013, 78040, 78043, 78062, 78111, 78150, 78165, 78196, 80014, 80016, 80307, 80336, 80382, 81014, 81053, 81055, 84023, 84064, 84158, 197886.

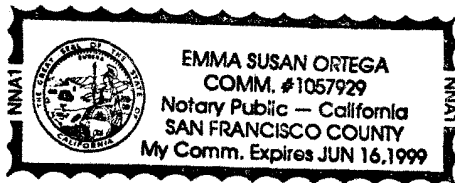
cm

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On December 31, 1997, before me, Emma S. Ortega, personally
appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose
name(s) is/are subscribed to the within instrument and acknowledged to me that
he/she/they executed the same in his/her/their authorized capacity(ies), and
that by his/her/their signature(s) on the instrument the person(s), or the
entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega
SIGNATURE OF THE NOTARY

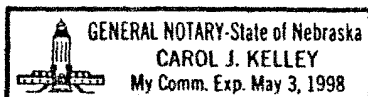
[Notarial Seal]

STATE OF Nebraska)
) S.S.
COUNTY OF Douglas)

On December 29, 1997, before me, D.A. Hand, personally
appeared _____, Devin Mauer of **OMAHA PUBLIC POWER DISTRICT**,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose
name(s) is/are subscribed to the within instrument and acknowledged to me that
he/she/they executed the same in his/her/their authorized capacity(ies), and
that by his/her/their signature(s) on the instrument the person(s), or the
entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Carol J. Kelley
SIGNATURE OF THE NOTARY

[Notarial Seal]

cm